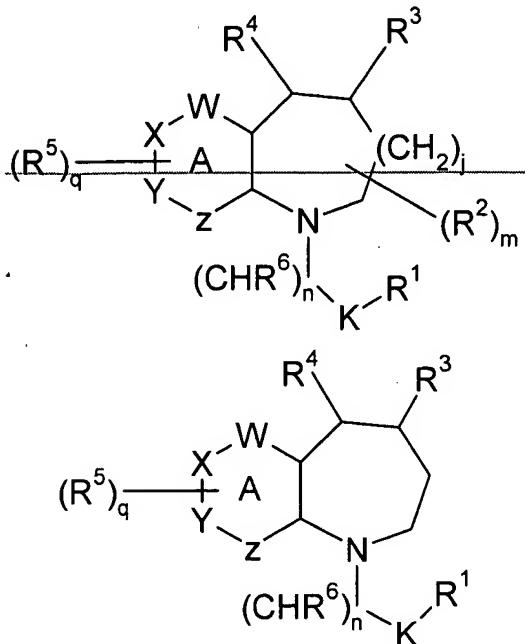


Amendments to the Claims

1. (currently amended) A compound of a formula below:



wherein

n is 0, 1, 2, or 3;

m is 0, 1, 2, 3, 4, 5 or 6;

j is 1 or 2;

q is 0, 1, or 2;

W, X, Y and Z are each independently CH, C, N, S, or O with appropriate single or double bonds and/or hydrogen atoms to complete valency requirements: providing

Ring A is as a five or six member ring, wherein one of W, X, Y or Z may be absent, selected from pyridine, thiophene, or pyrazole; provided that ring A is not phenyl;

K is a bond, or C=O, or S(O)p;

p is 0, 1 or 2;

R¹ is selected from a group consisting of hydroxy, hydrogen, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₄-C₆ haloalkyl, C₄-C₆ alkylheterocyclic, C₃-C₈ cycloalkyl, C₄-C₆ alkylecycloalkyl, C₁-C₆ alkylaryl, aryl, heterocyclic, C₂-C₆ alkylalcohol, -OC₁-C₆ alkyl, -O-aryl, -OC₂-C₆ alkenyl, -OC₄-C₆ haloalkyl, -OC₄-C₆ alkylheterocyclic, -OC₃-C₈ cycloalkyl, and -OC₄-C₆ alkylecycloalkyl, -NR⁷R⁸, -OC₄-C₆ alkylaryl, -O-heterocyclic, -OC₄-C₆ alkylCO₂R⁴, -OC₂-C₆ alkylalcohol, -OC₄-C₆ alkylINR⁷R⁸, -OC₂-C₆ alkyleyano, CONR⁴R¹², NR⁴SO₂R¹², NR⁴COR¹², C₆-C₆ alkylINR⁴R¹².

$\text{C}_1\text{-C}_6$ alkylCOR⁴⁺, $\text{C}_6\text{-C}_6$ alkylCOOR⁴⁺ and, provided that R⁴ is not hydroxy when K is S(O)_nCO, and/or when n and K are both zero, and wherein each cycloalkyl, and aryl or heterocyclic group is optionally substituted with 1 to 3 groups independently selected from oxo, hydroxy, halo, $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_2\text{-C}_6$ alkenyl, $\text{C}_2\text{-C}_6$ alkynyl, $\text{C}_1\text{-C}_6$ alkoxy, $\text{C}_1\text{-C}_6$ haloalkyl, $\text{C}_1\text{-C}_6$ alkylalcohol, $\text{OC}_2\text{-C}_6$ alkylalcohol, $\text{C}_1\text{-C}_6$ haloalkoxy, CONR⁴⁺R¹², NR⁴⁺SO₂R¹², NR⁴⁺COR¹², $\text{C}_1\text{-C}_6$ alkylINR⁴⁺R¹², $\text{C}_1\text{-C}_6$ alkylCOR⁴⁺, $\text{C}_1\text{-C}_6$ alkylCOOR¹¹, $\text{C}_6\text{-C}_6$ alkyleyano, $\text{OC}_2\text{-C}_6$ alkyleyano, $\text{C}_1\text{-C}_6$ alkyleycloalkyl, phenyl, $\text{OC}_1\text{-C}_6$ alkyleycloalkyl, $\text{OC}_1\text{-C}_6$ alkylaryl, $\text{OC}_1\text{-C}_6$ alkylheterocyclic, and $\text{C}_1\text{-C}_6$ alkylaryl;

R² is independently selected from the group consisting of hydrogen, halo, $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_2\text{-C}_6$ alkenyl, $\text{C}_2\text{-C}_6$ alkynyl, $\text{C}_1\text{-C}_6$ haloalkyl, $\text{OC}_1\text{-C}_6$ haloalkyl, $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_1\text{-C}_6$ alkylaryl, aryl, $\text{C}_1\text{-C}_6$ alkylINR⁷R⁸, heteroaryl, heterocyclic, $\text{C}_3\text{-C}_8$ cycloalkyl, $\text{C}_1\text{-C}_6$ alkyleycloalkyl and $\text{C}_1\text{-C}_6$ alkylheterocyclic, wherein each cycloalkyl, aryl, or heterocyclic is optionally substituted with 1 to 3 groups independently selected from oxo, hydroxy, halo, $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_2\text{-C}_6$ alkenyl, $\text{C}_2\text{-C}_6$ alkynyl, $\text{C}_1\text{-C}_6$ alcohol, $\text{C}_1\text{-C}_6$ alkoxy, $\text{C}_1\text{-C}_6$ haloalkyl, $\text{C}_1\text{-C}_6$ haloalkoxy, CONR⁴⁺R¹², NR⁴⁺SO₂R¹², NR⁴⁺COR¹², $\text{C}_1\text{-C}_6$ alkylINR⁴⁺R¹², $\text{C}_1\text{-C}_6$ alkylCOR⁴⁺, $\text{C}_6\text{-C}_6$ alkyleyano, and phenyl, and wherein two R² groups may combine to form a 3,4 or 5 member spirocycle, or a five or six member optionally substituted fused carbocyclic or heterocyclic ring;

R³ is hydrogen, or $\text{C}_1\text{-C}_6$ alkyl, aryl, $\text{C}_2\text{-C}_6$ alkenyl, $\text{C}_2\text{-C}_6$ alkynyl, $\text{C}_1\text{-C}_6$ alkylaryl, $\text{C}_1\text{-C}_6$ alkylheterocyclic, $\text{C}_3\text{-C}_8$ cycloalkyl, or $\text{C}_1\text{-C}_6$ alkyleycloalkyl;

R⁴ is a group represented by the formula -NR⁹R¹⁰;

R⁵ is selected from the group consisting of hydrogen, halogen, hydroxy, $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_2\text{-C}_6$ alkenyl, $\text{C}_2\text{-C}_6$ alkynyl, $\text{OC}_1\text{-C}_6$ alkyl, $\text{C}_1\text{-C}_6$ haloalkyl, $\text{C}_3\text{-C}_8$ cycloalkyl, $\text{C}_1\text{-C}_6$ alkyleycloalkyl, $\text{C}_1\text{-C}_6$ alkylaryl, $\text{C}_1\text{-C}_6$ alkylheterocyclic, aryl, $\text{C}_1\text{-C}_6$ alkylaryl, heteroaryl, -O-aryl, $\text{OC}_1\text{-C}_6$ alkenyl, $\text{OC}_1\text{-C}_6$ haloalkyl, -NR⁷R⁸, and -CN; $\text{OC}_1\text{-C}_6$ alkylaryl; and wherein when q is 1, 2 or 3, two adjacent R⁵ groups may combine to form a fused 5 or 6 member optionally substituted carbocyclic or heterocyclic ring;

R⁶ is independently selected from the group consisting of hydrogen, $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_2\text{-C}_6$ alkenyl, hydroxy, $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_2\text{-C}_6$ alkenyl, $\text{OC}_1\text{-C}_6$ alkyl, O-aryl, $\text{OC}_2\text{-C}_6$ alkenyl, $\text{C}_1\text{-C}_6$ haloalkyl, $\text{OC}_1\text{-C}_6$ haloalkyl, $\text{C}_1\text{-C}_6$ alkylINR⁷R⁸, $\text{C}_3\text{-C}_8$ cycloalkyl, and $\text{C}_1\text{-C}_6$ alkyleycloalkyl;

R⁷ and R⁸ are independently selected from the group consisting of hydrogen, or $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_2\text{-C}_6$ alkenyl, $\text{C}_2\text{-C}_6$ alkynyl, $\text{C}_3\text{-C}_8$ cycloalkyl, $\text{C}_1\text{-C}_6$ alkyleycloalkyl, $\text{C}_1\text{-C}_6$ alkylheterocyclic, heterocyclic, aryl, $\text{C}_1\text{-C}_6$ alkylaryl, hydroxy, oxo, COOH, C(O)OC₁-C₆ alkyl, $\text{C}_2\text{-C}_6$ alkynyl, $\text{C}_1\text{-C}_6$ alkoxy, $\text{C}_1\text{-C}_6$ haloalkyl, $\text{C}_1\text{-C}_6$ alkylalcohol, $\text{C}_1\text{-C}_6$ alkylamine, $\text{C}_2\text{-C}_6$ alkenylaryl, $\text{C}_2\text{-C}_6$ alkynylaryl, $\text{C}_1\text{-C}_6$ alkyl O-C₁-C₆ alkylaryl, $\text{C}_1\text{-C}_6$ alkyl NR¹⁴, $\text{C}_1\text{-C}_6$ alkylaryl, $\text{C}_1\text{-C}_6$ alkyleyano,

C_1-C_6 alkylCONR⁷R⁸, C_1-C_6 alkyINR⁷R⁸, C_1-C_6 alkylINR¹¹COR¹² wherein each alkyl, cycloalkyl, heterocyclic, or aryl group is optionally substituted with 1-3 groups independently selected from hydroxy, exo, amino, halogen, C_1-C_6 alkylecycloalkyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylheterocyclic, C_4-C_6 haloalkyl, COOH, C(O)OC₄-C₄-alkyl, C_4-C_6 alkyl, C_2-C_4 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 alkylalcohol, and C_1-C_6 alkylamine and NR¹¹R¹², or R⁷ and R⁸ combine to form a nitrogen-containing heterocyclic ring which may have 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen or sulfur and may be optionally substituted with exo, or C_1-C_6 alkyl;

R⁹ is selected from: the group C_1-C_6 alkyl, C_2-C_6 alkenyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylecycloalkyl, aryl, heterocyclic, C_1-C_6 alkylheterocyclic, COR⁷, CO₂R⁷, C₀-C₃ alkylCONR⁷R⁸, C₀-C₃ alkylS(O)_pNR⁷R⁸, or C₀-C₃ alkylS(O)_pR⁷, or tetrazole optionally substitute with one or two C_1-C_6 alkyl groups; wherein R⁷ is as defined above, and wherein each alkyl, cycloalkyl, aryl, and heterocyclic is optionally substituted with one to two groups independently selected from halo, hydroxy, exo, COOH, C(O)OC₄-C₄-alkyl, C_1-C_6 haloalkyl, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 alkylalcohol, C_1-C_6 alkylamine, C_1-C_6 alkylaryl, C_2-C_6 alkenylaryl, C_2-C_6 alkynylaryl, C_1-C_6 alkylheterocyclic, NR⁷R⁸, C_3-C_8 cycloalkyl, C_1-C_6 alkylecycloalkyl, C_1-C_6 alkylO₂C₄-C₄-alkylaryl, C_1-C_6 alkylNR², C_4-C_6 alkylaryl, C_1-C_6 alkylecano, C_1-C_6 alkylCONR⁷R⁸, C_1-C_6 alkyINR⁷R⁸, C_1-C_6 alkylCO₂R⁷, C_1-C_6 alkylINR¹¹COR¹², and aryl, wherein each cycloalkyl or aryl group is optionally substituted with halo, hydroxy, exo, amino, COOH, C(O)OC₄-C₄-alkyl, C_1-C_6 haloalkyl, C_1-C_6 alkyl, C_2-C_4 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 alkylalcohol, and C_1-C_6 alkylamine;

R¹⁰ is selected from the group consisting of aryl, C_1-C_6 alkylaryl, C_2-C_6 alkenylaryl, C_2-C_6 alkynylaryl, C_1-C_6 haloalkylaryl, C_1-C_6 alkylheterocyclic, C_2-C_6 alkenylheterocyclic, C_1-C_6 alkylecycloalkyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylO₂C₄-C₄-alkylaryl, and wherein each cycloalkyl, aryl, or heterocyclic group is optionally substituted with 1-3 groups independently selected from the group consisting of hydroxy, exo, SC₄-C₆ alkyl, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 alkynyl, C_1-C_6 haloalkyl, halogen, C_1-C_6 alkoxy, aryloxy, C_1-C_6 alkenyloxy, C_1-C_6 haloalkoxyalkyl, C_0-C_6 alkylINR¹¹R¹², OC₄-C₆ alkylaryl, nitro, or cyano, OC₄-C₆ haloalkyl, C_1-C_6 haloalkylalcohol, and C_1-C_6 alkylalcohol;

R¹¹ is and R¹² are independently selected from the group consisting of hydrogen, or C_1-C_6 alkyl, C_1-C_6 alkenyl, C_3-C_8 cycloalkyl, heterocyclic, aryl, and C_1-C_6 alkylaryl, wherein each aryl group is optionally substituted with 1-3 groups independently selected from halogen, C_1-C_6 alkylheterocyclic, and C_1-C_6 haloalkyl, or R¹¹ and R¹² combine to form a nitrogen-containing heterocyclic ring which may have 0, 1, or 2 additional heteroatoms selected from oxygen.

~~nitrogen or sulfur and is optionally substituted with exo- or C₁-C₆ alkyl; or a pharmaceutically acceptable salt thereof, enantiomer, racemate, diastereomer or mixture of diastereomers thereof.~~

2. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein n is 0, and K is C=O, wherein R¹ is selected from a group consisting of hydroxy, hydrogen, -C₁-C₆ alkyl, -C₀-C₆ alkylecloalkyl, -C₀-C₆ alkylheterocyclic, -C₁-C₆ haloalkyl, -OC₁-C₆ alkoxy, -C₁-C₆ alkylaryl, -OC₁-C₆ alkyl, -OC₂-C₈ cycloalkyl, -OC₁-C₆ alkylecloalkyl, -OC₁-C₆ alkylecloalkylNR⁷R⁸, -C₁-C₆ alkoxy, -OC₀-C₆ alkylaryl, -OC₁-C₆ haloalkyl, -OC₁-C₆ alkyleyano, -OC₁-C₆ alkylCO₂R¹¹, -OC₁-C₆ alkylhydroxy, -OC₂-C₈ cycloalkylCO₂R¹¹, -OC₁-C₆ alkylNR⁷R⁸ and -OC₁-C₆ alkylheterocyclic and wherein each cycloalkyl, aryl, or heterocyclic is optionally substituted with 1 or 2 groups selected from halogen, C₀-C₃ alkylalcohol, C₀-C₃ alkylamine, C₀-C₃ alkylCOOH, CONH₂, C₀-C₃ alkyleyano, and C(O)OC₁-C₃ alkyl.

3. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein R⁴ is NR⁹R¹⁰ and R⁹ is tetrazole a heterocyclic group optionally substituted with one or two groups independently selected from hydroxy, halo, amino, C(O)OC₁-C₆ alkyl, -C₁-C₆ haloalkyl, C₁-C₆ alkyl groups, -C₂-C₆ alkenyl, -C₂-C₆ alkynyl, -C₁-C₆ alkoxy, -C₁-C₆ alkylalcohol, -C₁-C₆ alkylamine, -C₂-C₈ cycloalkyl, -C₁-C₆ alkylCONR⁷R⁸, -C₁-C₆ alkyleyano, -C₁-C₆ alkylCO₂R¹¹, -C₁-C₆ alkylNR⁷R⁸ and -C₁-C₆ alkylecloalkyl.,

4. (canceled)

5. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein n, m, and q are independently 0, or 1.

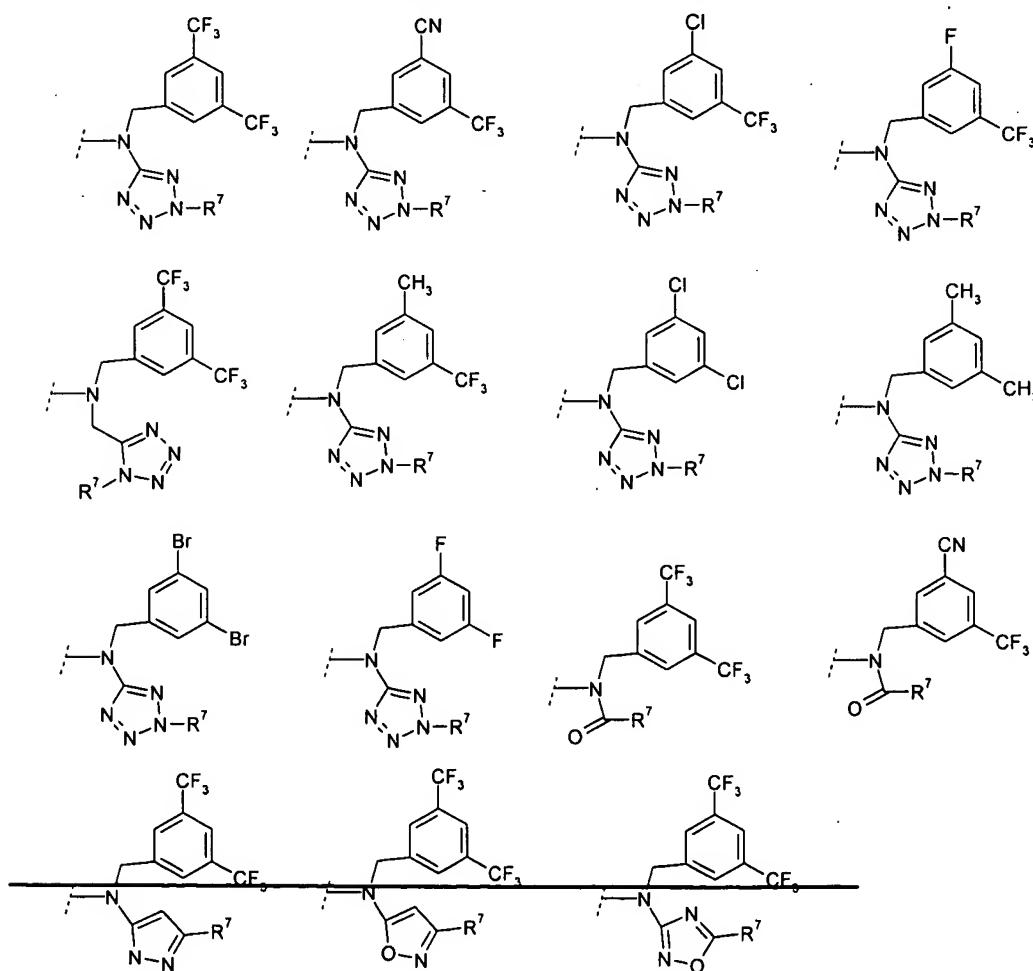
6. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein the A ring is selected from the group consisting of pyridine or pyrazine, thiophene, pyrazole, isoxazole, oxazole, and thiazole.

7. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein the A ring is pyridine.

8. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein the A ring is thiophene.

9. (canceled)

10. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein R^3 is hydrogen and R^4 is NR^8R^{10} selected from the group consisting of:



wherein R⁷ is independently selected from the group consisting of C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₈ cycloalkyl, C₄-C₆ alkylcycloalkyl, C₄-C₆ alkylheterocyclic, heterocyclic, aryl, C₄-C₆ alkylaryl, O-C₄-C₆ alkyl, C₁-C₆ haloalkyl, wherein each cycloalkyl, heterocyclic or aryl group is optionally substituted with a group selected from hydroxy, C₁-C₃ alkyl, C₁-C₃ alkylalcohol, C₁-C₃ alkylNH₂, C₁-C₃ haloalkyl, C₁-C₆ alkoxy, C₁-C₃ alkylamine, and C₁-C₃ alkylcycloalkyl.

11. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein R⁴ is NR⁹R¹⁰ and R⁹ is COOR⁷.

12. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein R⁴ is NR⁹R¹⁰ and R⁹ is CONR⁷R⁸.

13. (currently amended) A compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, wherein R⁴ is NR⁹R¹⁰ and R⁹ is S(O)₂NR⁷R⁸.

14. (currently amended) A compound according to claim 1 selected from the group consisting of:

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-thieno[3,4-b]azepine-1-carboxylic acid isopropyl ester,
8-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-3-methyl-5,6,7,8-tetrahydro-thieno[3,2-b]azepine-4-carboxylic acid isopropyl ester
8-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-bromo-5,6,7,8-tetrahydro-thieno[3,2-b]azepine-4-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-5,6,7,8-tetrahydro-pyrido[2,3-b]azepine-9-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-pyrido[3,4-b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-pyrido[4,3-b]azepine-1-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,

9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-thieno[3,4-b]azepine-1-carboxylic acid isopropyl ester,
8-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-3-methyl-5,6,7,8-tetrahydro-thieno[3,2-b]azepine-4-carboxylic acid isopropyl ester,
4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-1-methyl-4,5,6,7-tetrahydro-1H-1,2,8-triaza-azulene-8-carboxylic acid isopropyl ester,
9-[acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-chloro-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
9-[acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-methoxy-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
9-[acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-bromo-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-dimethylamino-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-methyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-2-cyano-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-3-chloro-2-methoxy-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethylbenzyl)amino]-3-chloro-2-ethoxy-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
9-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid *tert*-butyl ester,
9-[(3,5-Bis-trifluoromethyl-benzyl)-2-methyl-2*H*-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid isopropyl ester,
9-[(3,5-Bis-trifluoromethyl-benzyl)-2-methyl-2*H*-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid *tert*-butyl ester,

(3,5-Bis-trifluoromethyl-benzyl)-(5-cyclopentylmethyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
(3,5-Bis-trifluoromethyl-benzyl)-(5-cyclopropylmethyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-5-pyridin-3-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-5-pyridin-4-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
3-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-benzoic acid,
4-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-benzoic acid,
5-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-yl}-3,3-dimethyl-pentanoic acid,
(4-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-cyclohexyl)-acetic acid,
(3,5-Bis-trifluoromethyl-benzyl)-(5-ethyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(2-methyl-2H-tetrazol-5-yl)-amine,
5-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-ylmethyl}-thiophene-2-carboxylic acid,
2-{9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepin-5-yl}-ethanol,
(5-Benzyl-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-(3,5-bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amine,
(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-(2-methyl-5-thiazol-2-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-amine,
9-[(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-2H-tetrazol-5-yl)-amino]-2-methyl-3-trifluoromethyl-6,7,8,9-tetrahydro-pyrido[3,2-b]azepine-5-carboxylic acid tetrahydro-furan-3-yl ester,
(3,5-Bis-trifluoromethyl-benzyl)-(2-methyl-5-pyridin-4-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-carbamic acid methyl ester,
N-(3,5-Bis-trifluoromethyl-benzyl)-N-(2-methyl-5-pyridin-4-ylmethyl-3-trifluoromethyl-6,7,8,9-tetrahydro-5H-pyrido[3,2-b]azepin-9-yl)-acetamide
or a pharmaceutically acceptable salt, enantiomer or diastereomer or mixture thereof.

15-16. (canceled)

17. (currently amended) A method of treating atherosclerosis comprising administering a compound of formula I according to claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient.

18-20. (canceled)

21. (currently amended) A pharmaceutical composition comprising a compound according to Claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, and at least one of a carrier, diluent and excipient.

22-23. (canceled)

24. (currently amended) A method of treating cardiovascular diseases comprising administering a compound of formula I according to claim 1, or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient.

25. (currently amended) A method according to claim 24 wherein said treating cardiovascular disease comprises treating dyslipidemia.

26. (previously presented) A method according to claim 24 comprising increasing plasma HDL-cholesterol in said patient.

27. (previously presented) A method according to claim 24 comprising raising the ratio of plasma HDL-cholesterol to plasma LDL-cholesterol in said patient.

28. (previously presented) A method according to claim 24 comprising decreasing plasma LDL-cholesterol in said patient.

29. (currently amended) A method of raising plasma HDL-cholesterol in a mammal comprising administering a therapeutically effective dose of a compound according to claim 1, or

a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to said mammal.

30. (previously presented) A pharmaceutical composition of claim 21 comprising one or more cardio protective agents selected from the group consisting of: statins, leptin, and lipid regulating agents.